

Articles and Purpose Statement

Filed Monday, December 15, 1902 SISTERS OF ST. JOSEPH OF LEWISTON, IDAHO

(a) To establish a branch house of order of St. Joseph; said house to be under t and discipline of said order as promulgated b Diocese of Boise, Idaho, and to erect, constr vent for use as a habitation for said sisterh name of said corporation, purchase, sell and sonal property necessary to carrying out the tution.

(b) To establish, construct and ope Lewiston, Idaho, a public hospital, and to, i corporation, purchase, hold and sell all the erty necessary to properly conduct and operat

(c) To establish, construct and ope Idaho schools for the education of Indian and purchase, hold and sell in the name of said c and personal property necessary to properly c said institution.

(d) To establish, construct and ope

Filed Thursday, March 28, 1918 Sisters of St. Joseph of Idaho

Dissolved Tuesday, April 01, 1919 SISTERS OF ST. JOSEPH OF LEWISTON, IDAHO

ARTICLE

That the purposes for formed are as follows:

(a) To own, maintain, ope homes, schools and orphanages, religious education; to care f

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Monday, June 03, 1968 Sisters of St. Joseph of Idaho Name change to St. Joseph Hosptial, Inc.
Monday, June 03, 1968 St. Joseph Hosptial, Inc. duration changed from 50 years to perpetuual
Tuesday, June 29, 1971 St. Joseph Hosptial, Inc. AMEND ARTICLES V, VI & VII
Friday, April 19, 1974 St. Joseph Hosptial, Inc. AMEND ARTICLES II, VI

dependent children; care for aged and infirm;
and care for and relieve the suffering of sick
persons.

{b) To own, buy, bond, sell, lease, convey, mortgage, and otherwise dispose of real estate and personal property needed for the carrying out of the purposes of the corporation.

(c) To do and transact all other lawful acts and things necessary for the carrying out of the purposes for which the corporation is formed.

ARTICLE II

The corporation's purposes are:

(a) To own, maintain, operate, and manage hospitals, nursing homes, convalescent homes, and other health care facilities; to care for aged, infirm, and disabled persons; and to relieve the suffering of sick and distressed persons.

(b) To engage in any activity that is necessary or appropriate to the carrying out of the purposes set forth in clause (a) of this Article and from time to time approved by the membership of this corporation.


(c) To provide on a non-profit basis medical, nursing, and other health care services for the care and treatment of the sick and distressed.

and services for the care and the
acutely ill and who otherwise require
services, pursuant to Section 242
as amended.

than fair market value of such property
after the payment of the corporate taxes
distributed only to an organization
operating for non-profit purposes
ation; PROVIDED, however, that
times have the power to convey an
Secretary of Housing and Urban Development

Filed Thursday, May 31, 1979 OTHER - RA
Filed Monday, November 17, 1980 OTHER - CHANGE RA TO HERBERT B. MCKEAN
Filed Wednesday, October 07, 1981 OTHER - CHANGE RA TO SISTER MARY CONROY
Amended Friday, March 14, 1986 NAME CHANGED TO ST. JOSEPH REGIONAL MEDICAL CENTER, INC.

SECOND: That Article II of



amended to read as follows:

ARTICLE
(Purposes)

The purposes for which this Corporation shall be organized are:

(a) The purpose of the Corporation shall be to carry out the mission of the Roman Catholic Church, in the spirit of the mission of Jesus given him by the Holy Spirit and to engage in works which respond to the spiritual and temporal needs of the people in our times. We do this in a way that:

- heals and reconciles
- serves all persons with compassion
- makes known through proclamation the Gospel of Jesus Christ
- enables others to attain holiness and the Kingdom of God
- recognizes and defends the rights of the poor and the oppressed
- promotes justice with the poor.

(b) To have and exercise all rights and powers necessary to carry out the purposes of this Corporation by law and as authorized by the laws of the state in which this Corporation is organized to the extent such laws are not contrary to the above purposes.

ARTICLE
(Dissolution)

Upon dissolution and liquidation the Corporation remaining after all Corporation shall be paid, satisfied provisions shall be made therefore, shall be distributed to the Los Angeles Province distributees designated by the Los Angeles Corporation from Federal income tax under the provisions of the Internal Revenue Code of 1954 (as amended or supplemented); provided, that such proposed distribution, said distributees operated exclusively for purposes specified in the charter shall qualify under, Section 501(c)(3) of the Internal Revenue Code.

(as the same may hereafter be amended) and in the event of such event, the assets of this Corporation upon liquidation, shall be transferred, in whole or in part, to any other nonprofit organization or organization organized and operated exclusively for the same purposes provided for under the plan of distribution, and such transfer shall be pursuant to the laws of the State of California and such distributee organization shall be exempt from Federal income tax under the provisions of the Internal Revenue Code of 1954 (as amended or supplemented).

Reinstatement
Amended

Monday, January 05, 1987 REINSTATEMENT
Thursday, February 26, 1987 OTHER - FIFTH ARTICLES OF AMENDMENT

sively for charitable or educational
Federal income tax under the prov
Internal Revenue Code of 1954 (as t
or supplemented). In no event sha
upon its dissolution and liquidation,
uses other than those set forth in
Revenue Code of 1954 (as the sa
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(a) The purpose of the Com
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(as the same may hereafter be such event, the assets of this liquidation, shall be transferred other nonprofit organization or o provided for under the plan of c pursuant to the laws of the Sta such distributee organization sh sively for charitable or educati Federal income tax under the Internal Revenue Code of 1954 (or supplemented). In no event upon its dissolution and liquidat uses other than those set forth Revenue Code of 1954 (as the supplemented).

Reinstatement	Friday, February 23, 1990 REINSTATEMENT
Amended	Friday, April 20, 1990 SIXTH AMENDMENT - AMEND ARTICLE 9 (DIRECTORS)
Reinstatement	Wednesday, May 20, 1992 REINSTATEMENT
Amended	Monday, January 11, 1993 ARTICLES RESTATEMENT



The purposes for wh

follows:

(a) The purpose of the mission of the Roman Catholic Church of Jesus given him by his Father is to engage in works of compassion to meet the spiritual and corporal needs of the poor in a way that:

- heals and reconciles
- serves all persons
- makes known through its witness
- enables others to advance in the faith in building the kingdom of God
- recognizes and defends the rights of the poor
- promotes justice with respect to the rights of the poor

(b) To have and exercise the powers granted to a corporation by law and the authority of this Corporation to the extent required.

ARTICLE

(Dissolution)

Upon dissolution and liquidation, the assets of the Corporation remaining

obligations of the Corporation
discharged, or adequate provision
be transferred, conveyed and
Province or some other distributee
the Los Angeles Province which
under the provisions of Section
Code of 1954 (as the same may
amended); provided, however, that
distribution, said distributee must
exclusively for purposes specified
qualify under, Section 501(c)(3)
1954 (as the same may hereafter
in such event, the assets of this
and liquidation, shall be transferred
such other non-profit organization
specified in or provided for under
by the Corporation pursuant to the
in any event, each such distributee

and operated exclusively for charitable
shall be exempt from federal income tax
Section 501(c)(3) of the Internal Revenue

Section 501(c)(3) of the Internal Revenue Code may be hereafter amended or supplemented, the assets of this Corporation upon liquidation, be distributed for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code (as the same may hereafter be amended or supplemented).

Amended

Wednesday, November 27, 2002 ARTICLES RESTATEMENT

1.4 **Philosophy.** The philosophy of the Corporation is articulated and promoted through state and federal laws, the Corporation in accordance with the official policies of the *Ethical and Religious Directives for Health Care* promulgated, from time to time, by the United States Conference of Catholic Bishops.

ARTICLE II PURPOSES

2.1 **Statement of Role and Purposes.** The Corporation and its subsidiaries are organized and operated exclusively for the purposes set forth in this Article II, and no part of the net assets of the Corporation shall inure to the private inurement of any individual. Further, the Corporation shall be organized and operated for the benefit of, to perform the functions of, and to support the Sponsors and such other of its Subsidiaries as may be determined by the Board of Directors in accordance with Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code. The purposes shall be consistent with and support the purposes of the Sponsors and the health care industry. In furtherance of these purposes, the Corporation shall:

2.1-a Serve as the parent corporation for the Sponsors and its financing network.

2.1-b Operate and support health care in the United States and the Sponsors, both within and without the United States.

2.1-c Serve as an integral part of the health care industry.

2.1-c Serve as an integral part of the KO in support of or in furtherance of described in this Section 2.1.

2.1-d Further the philosophy and mission the sick and poor, and promote, charitable, scientific and education be, established by Ascension Health in furtherance of or in support of described in this Section 2.1.

2.1-e Raise funds for any or all of the or the public and from all other sources and expend principal and income for charitable purposes of such organization

2.1-f Acquire, own, use, lease as lessor with real and personal property for furtherance of the charitable purposes 2.1.

2.1-g Contract with other organizations (with governmental agencies in support purposes of the organizations described

2.1-h Engage in any lawful activities within be organized under the Idaho Nonprofit amended from time to time, which charitable purposes of the organization

2.1-i Serve as the controlling entity of Subsidiary related and other activities, and limit governing bodies of such Subsidiary requirements established by Ascension

2.1-j Support institutions sponsored by the of Idaho, and cooperate with other As

2.1-k Promote cooperation and exchange between the apostolates of the Sponsors within the

2.1-l Otherwise operate in support of or in organizations described in this Article as charitable, scientific or educational under Section 501(c)(3) of the Code and in the course of

(i) No part of the net earnings of the Corporation shall inure to the private inurement of any individual or be distributable to, its members, officers, directors, or any person, except that the Corporation may pay reasonable compensation for services rendered in furtherance of its purposes.

(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or the publishing or distribution of statements of opinion or in opposition to any candidate for public office.

(iii) Notwithstanding any other provisions of the Articles or the Bylaws, the Corporation shall not be permitted to be carried on for the purpose of obtaining income tax under Section 501(c)(3) of the Code for contributions to which are deductible under Section 170(c)(2)(B) of the Code.

4. Date and Manner of Adoption: On November 20, 2002, the Provincial Superior and Provincial Sisters of St. Joseph of Carondelet, pursuant to the authority vested in them, approved and adopted the foregoing amendments to the Articles of Incorporation and the Bylaws of the Corporation, and the same were approved and adopted by the



1.4 Philosophy. The philosophy of the articulated and promoted through statements of m accordance with the official teachings of the R *Religious Directives for Catholic Health Care Ser* to time, by the United States Conference of Cathol

ARTICLE PURPOSE

2.1 Statement of Role and Purposes. T organized are exclusively charitable, religious, ed

2.1-10 Support institutions spo the State of Idaho, and cooperate with other As

2.1-11 Promote cooperation an various apostolates of the Sponsors within the

2.1-12 Otherwise operate in purposes of the organizations described in charitable, scientific or educational purposes Code and in the course of such operation:

(i) No part of the benefit of, or be distributable to, its members allowed by Section 501(c)(3) of the Code authorized and empowered to pay reasonable payments and distributions in furtherance of t

(ii) No substantial carrying on of propaganda, or otherwise after shall not participate in, or intervene in (incl any political campaign on behalf of or in oppo

(iii) Notwithstanding Governing Documents, the Corporation shall carried on: (a) by a corporation exempt from Code, or (b) by a corporation, contributions

the Code.

2.1-6 Acquire, own, use, lease and with real and personal property and any into the charitable purposes of organizations describe

2.1-7 Contract with other or individuals and with governmental agencies in purposes of the organizations described in this S

2.1-8 Engage in any lawful corporation may be organized under the Idaho be amended from time to time, which are in purposes of the organizations described in this S

2.1-9 Serve as the controlling health related and other activities, and limit governing bodies of such Subsidiary Organi established by Ascension Health.

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(iii) Notwithstanding
Governing Documents, the Corporation shall n
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the Code.

similar documents.

6.4-2 Subject to compliance with the dissolution
all assets remaining after the payment of all of the liabilities
distributed to Ascension Health or such other exempt organization
the Code as shall be determined by the Members of Ascension He

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the sisters of the
the rules, regulations
by The Bishop of the
duct and operate a con-
wood, and to, in the
hold all real and per-
purposes of said insti-

rate in the City of
n the name of the said
real and personal prop-
e said institution.
rate in the state of
mother children, and to
corporation all the real
conduct and operate

rate in the state of

Idaho homes for aged and infirm persons, and to purchase, hold and
sell in the name of said Corporation, all the real and personal prop-
erty necessary to properly conducting and operating said institu-
tion.

(a) To acquire by purchase, gift, bequest or devise real
and personal property, the income of the same to be used for the
maintenance of any or all of the above institutions; To sell, trans-
fer, mortgage or alienate in any way any of the property, real or
personal, acquired as above set forth, the proceeds to be used for
the maintenance of any or all of the above mentioned institutions.

(c) To do any or all things not in conflict with the laws
of the state of Idaho, necessary to carry out the objects for which
this corporation is formed.

SE II.

which this corporation is

rate and conduct hospitals, convents,

and to further the cause of

for and educate orphans and

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ll, mortgage and convey real
cessary for the carrying out of . . .

l business and things necessary
poses for which this corporation

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(d) The corporation is irrevocably dedicated to and
operated exclusively for non-profit purposes; and no part of
the income or assets of the corporation shall be distributed to,
nor inure to the benefit of, any individual.

(e) To have and exercise all rights and powers from time
to time granted to a corporation by law and authorized and
approved by the membership of this corporation.

The corporation is empowered:

(a) To buy, sell, convey, assign, mortgage or lease any
interest in real estate and personal property and to construct,
maintain and operate improvements thereon necessary or incident

...ment of persons who are
...ire medical care and related
...of the National Housing Act,

erty, and all assets remaining
on's debts shall be conveyed or
n or organizations created and
similar to those of the corpor-
the corporation shall at all
y or all of its property to the
velopment or his nominee.

to the accomplishment of the purposes set forth hereinabove in
this Article.

(b) To borrow money and issue evidence of indebtedness
in furtherance of any and all of the objectives of its business,
and to secure the same by mortgage, pledge or other lien on the
corporation's property.

(c) To do and perform all acts reasonably necessary to
accomplish the purposes of the corporation, including by and
through the Federal Housing Commissioner, and of such other
instruments and underertakings as may be necessary to enable
the corporation to secure the benefits of financing with the
assistance of mortgage insurance under the provisions of the
National Housing Act. Such Regulatory Agreement and other
instruments and undertakings shall remain binding upon the cor-
poration, its successors and assigns, so long as a mortgage on
the corporation's property is insured or held by the Secretary of
Housing and Urban Development.

(d) In the event of the dissolution of the corporation or
the winding up of its affairs, or other liquidation of its assets,
the corporation's property shall not be conveyed to any organi-
zation created or operated for profit or to any individual for less

the Third Articles of Amendment be

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orporation is formed are as follows:

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Church: to continue the
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of this Corporation, all assets of liabilities and obligations of the and discharged, or adequate pro- all be transferred, conveyed and nce or some other distributee or Angeles Province which is exempt provisions of Section 501(c)(3) of (as the same may be hereafter however, that if, on the date of ributee no longer exists or is not ecified in, or shall not otherwise he Internal Revenue Code of 1954

ended and supplemented) then, in poration, upon its dissolution and conveyed and distributed to such nizations as may be specified in or ribution adopted by the Corporation of Idaho; but in any event, each be organized and operated exclu-

purposes, shall be exempt from provisions of Section 501(c)(3) of the Internal Revenue Code if the same may be hereafter amended. All the assets of this Corporation, whether or not so designated, shall be distributed for purposes and in accordance with Section 501(c)(3) of the Internal Revenue Code if the same may be hereafter amended or

CLE II Purposes)

The purposes for which the Corporation is formed are as follows:

The Corporation is to help fulfill the mission of the Catholic Church: to continue the work of Jesus Christ by his Father. We continue in the works of compassion and mercy to the spiritual and corporal needs of persons in need in any way that

without distinction

through our lives the gospel we

assume a more active responsibility
in the kingdom
ends the human dignity of all

with a particular concern for the

rights from time to time granted
authorized by the Membership of
such authorization may be required.

ARTICLE XI (Resolution)

tion of this Corporation, all assets of
all liabilities and obligations of the
incorporated and discharged, or adequate pro-
vision shall be transferred, conveyed and
assigned to the Province or some other distributee or
Los Angeles Province which is exempt
from the provisions of Section 501(c)(3) of
the Internal Revenue Code of 1954 (as the same may be hereafter
amended, however, that if, on the date of
distribution no longer exists or is not
so specified in, or shall not otherwise
be exempt from the Internal Revenue Code of 1954

amended and supplemented) then, in Corporation, upon its dissolution and d, conveyed and distributed to such organizations as may be specified in or distribution adopted by the Corporation ate of Idaho; but in any event, each all be organized and operated exclu- onal purposes, shall be exempt from provisions of Section 501(c)(3) of the as the same may be hereafter amended shall the assets of this Corporation, tion, be distributed for purposes and in Section 501(c)(3) of the Internal same may hereafter be amended or

ARTICLE II.

(Purposes)

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assume a more active responsibility for
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ICLE XI.

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liquidation of this Corporation, all
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on shall be paid, satisfied and
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distributed to the Los Angeles
utee or distributees designated by
is exempt from federal income tax
501(c)(3) of the Internal Revenue
be hereafter amended or supple-
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no longer exists or is not operated
ified in, or shall not otherwise
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be amended and supplemented) then,
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he laws of the State of Idaho; but,
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aritable or educational purposes,
ncome tax under the provisions of
l Revenue Code of 1954 (as the same

Internal Revenue Code of 1954 (as the same
amended or supplemented). In no event shall the
Corporation, upon its dissolution and
distribution of its assets for its
purposes and uses other than those
permitted by the Internal Revenue Code of 1954
(as amended or supplemented).

The Corporation shall be that of the Sponsors as
expressed in the statements of mission, vision and values of the
Corporation, in accordance with the moral and
spiritual teachings of the Roman Catholic Church and
the *Catholic Health Care Services* as approved and
endorsed by the United States Conference of Catholic Bishops.

ARTICLE II PURPOSES

The Corporation shall be organized for the purposes for which the Corporation shall be
organized for religious, educational and scientific within the
Internal Revenue Code of 1986, as amended (or the
United States Internal Revenue Law) (the "Code").
The Corporation shall be organized and at all times shall be operated exclusively
for the purposes of, and to carry out the purposes of the
Charitable Organizations that qualify under Section
509(a)(2) of the Code. The Corporation's
primary purpose shall be the corporate purposes of Ascension
Health Corporation may:

to provide for an integrated health care delivery and

to provide for institutions and activities which are sponsored by
the State of Idaho.

to provide for the Roman Catholic Church and carry out its mission

man Catholic Church and carry out its mission of the charitable purposes of the organizations

of Ascension Health of healing and service to support and engage in any of the religious, social ministries which are now, or may hereafter be, or sponsored by the Sponsors and which are of the charitable purposes of the organizations

organizations described in this Section 2.1 from monies available; receive and maintain such funds herefrom in support of or in furtherance of the organizations.

or or lessee, convey and otherwise deal in and hold any interest therein, all in support of or in furtherance of the purposes of organizations described in this Section

(for profit and nonprofit), with individuals and organizations in support of or in furtherance of the charitable purposes described in this Section 2.1.

in the purposes for which a corporation may be organized under the Nonprofit Corporation Act (the "Act"), as it may be amended, are in furtherance of or in support of the purposes described in this Section 2.1.

subsidiary Organizations that conduct health care activities shall exercise the powers, duties and responsibilities of the subsidiary Organizations, all in accordance with the laws of the State of Health.

Sponsors, both within and without the State of Ascension Health institutions.

knowledge and experience among the various
health care mission.

furtherance of the charitable purposes of the
icle, and do so exclusively for religious,
purposes within the meaning of Section
so of such operation:

the Corporation shall inure to the benefit of,
members, directors, officers or other private
ection 501(c)(3) of the Code and the Act
shall be authorized and empowered to pay
services rendered and to make payments and
the purposes set forth herein.

ities of the Corporation shall be the carrying
e attempting to influence legislation, and the
ipate in, or intervene in (including the
statements) any political campaign on behalf
idate for public office.

rovisions of the Corporation's Governing
shall not carry on any other activities not
(a) by a corporation exempt from federal
(c)(3) of the Code, or (b) by a corporation,
actable under Section 170(c)(2) of the Code.

*ember 12, 2002, Carondelet Health System, Inc., the
nd adopted the foregoing amendment. On November
vincial Council of the Los Angeles Province of the
to their reserved powers under the existing Articles,
endment. On November 25, 2002, the foregoing
e Board of Directors of the Corporation.*

Corporation shall be that of the Sponsors as mission, vision and values of the Corporation in Roman Catholic Church and the *Ethical and* *Principles* as approved and promulgated, from time to time by the Bishops.

ARTICLE II PURPOSES

The purposes for which the Corporation shall be educational and scientific within the meaning of

inspired by the Sponsors, both within and without the United States and its possessions and territories.

and exchange knowledge and experience among the health care mission.

support of or in furtherance of the charitable purposes set forth in this Article, and do so exclusively for religious, educational, scientific or health care purposes within the meaning of Section 501(c)(3) of the

net earnings of the Corporation shall inure to the benefit of the Corporation, its directors, officers or other private persons unless and the Act except that the Corporation shall be entitled to compensation for services rendered and to make such use of its assets as it deems to be in the best interests of the Corporation for the purposes set forth herein.

part of the activities of the Corporation shall be the attempt to influence legislation, and the Corporation shall not engage in the publishing or distribution of statements in opposition to any candidate for public office.

ing any other provisions of the Corporation's charter, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the deductions to which are deductible under Section 170(c)(2) of

as lessor or lessee, convey and otherwise deal in interest therein, all in support of or in furtherance of as provided in this Section 2.1.

organizations (for profit and nonprofit), with the support of or in furtherance of the charitable purposes set forth in this Section 2.1.

activities within the purposes for which a Nonprofit Corporation Act (the "Act"), as it may be amended from time to time, in support of or in furtherance of the charitable purposes set forth in this Section 2.1.

entity of Subsidiary Organizations that conduct the powers, duties and responsibilities of the organizations, all in accordance with requirements set forth in this Section 2.1.

sored by the Sponsors, both within and without the United States, and to the extension of Health institutions.

exchange knowledge and experience among the members of the health care mission.

support of or in furtherance of the charitable purposes set forth in this Article, and do so exclusively for religious, educational, or charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

at earnings of the Corporation shall inure to the benefit of the Corporation and its directors, officers or other private persons unless otherwise provided in the Act except that the Corporation shall be permitted to pay reasonable compensation for services rendered and to make expenditures for the purposes set forth herein.

part of the activities of the Corporation shall be the exercise of the right to influence legislation, and the Corporation shall be prohibited from engaging in the publishing or distribution of statements or other communications for the purpose of influencing legislation.

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any other provisions of the Corporation's
not carry on any other activities not permitted to be
federal income tax under Section 501(c)(3) of the
which are deductible under Section 170(c)(2) of

principles of Ascension Health,
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be distributed for one or more